

BYLAWS

TOKEN CREEK WATERSHED ASSOCIATION, INC.

ARTICLE I. NAME

Section 1.1 Name. The official name of the Corporation is the "Token Creek Watershed Association, Inc." The Corporation may also be referred to informally as the "Friends of the Token Creek Watershed".

ARTICLE II. THE CORPORATION

Section 2.1 Authority. Token Creek Watershed Association, Inc. (the Corporation") is a nonstock corporation organized under the laws of the State of Wisconsin. The Corporation shall have all the authority necessary to achieve its purposes and, to the extent consistent with the Articles of Incorporation, shall be permitted to do all things that can be done by a not-for-profit corporation organized under the laws of the State of Wisconsin.

Section 2.2 Place of Business. The principal place of business and the registered office of the Corporation shall be 6667 Highland Drive, Windsor, WI 53598.

Section 2.3 Purposes. The Corporation is organized and shall be operated exclusively for the charitable, educational, literary, and/or scientific purposes. The purposes of the Corporation shall include, but are not to be limited to, the protection, enhancement, and restoration of scenic, recreation, and economic and environmental qualities in the Token Creek Watershed area. All purposes in the Token Creek Conservancy area, see Exhibit A, must meet the Village of Windsor Master Plan for the Token Creek Conservancy.

ARTICLE III. MEMBERSHIP

Section 3.1 Membership. The membership of this organization shall be composed of individuals, groups of individuals, business firms and clubs or other organizations interested in promoting the purpose of the organization, who shall comply with the terms of membership established by the Board of Directors.

Section 3.2 Classes of Membership and Dues. The Board of Directors shall be responsible for reviewing the classes of membership and establishing dues and payment schedules for each classification of membership. No additional assessment other than membership dues shall be levied upon any member of this Corporation.

Section 3.3 Withdrawal. A member of the Corporation may withdraw at any time by either declining to pay their dues as of the annual meeting or filing a written resignation with the secretary.

Section 3.4 Transfer of Membership Rights. No member of this Corporation may transfer his or her membership or any right thereto.

Section 3.5 Suspension or Termination. The membership in the Corporation of any member may be suspended or terminated for nonpayment of dues, or for any activity or behavior, which the Board of Directors in its discretion may deem contrary to the best interests of the Corporation, by resolution of the Board of Directors. Upon the adoption of such resolution, all the rights and obligations of such member with respect to the Corporation, except such obligations as shall have accrued prior to such suspension or termination shall terminate. In cases of suspension, the rights and obligations of the suspended member in respect to the Corporation shall automatically revert in such member at the expiration of the period of suspension specified in the suspension resolution.

Section 3.6 Powers. The members shall elect the Board of Directors and shall have all powers and authority granted to members by Chapter 181 of the Wisconsin Statutes, the Articles of Incorporation and these bylaws.

ARTICLE IV. MEETING OF MEMBERS

Section 4.1 Annual Meeting. There shall be an annual meeting of the members held in the month of May of each year at such time as may be designated by the Chair of the Corporation.

Section 4.2 Special Meetings. A special meeting may be called by the Chairperson, a majority of the Board of Directors, or by a written petition signed by at least ten (10) percent of the paid voting memberships.

Section 4.3 Notice. At least ten (10) days prior to the annual meeting and at least five (5) days prior to any other meeting of the members, notice of the time, place and purpose of the meeting will be given to the members by email. In the case of a meeting called pursuant to written petition signed by at least ten (10) percent of the paid voting memberships, notice of the meeting shall be given by email to the members at least ten (10) days prior to the meeting and shall include the time, place and purpose of the meeting.

Section 4.4 Waiver of Notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purposes of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.5 Quorum. Eight (8) members shall constitute a quorum for the transaction of business. For purposes of quorum requirements, all members who have paid their dues as of the annual meeting and have not filed a written resignation will be counted towards a quorum for the year in which the dues were paid.

Section 4.6 Voting by Members. Only members in good standing as of the annual meeting each year shall have the right to vote at the annual meeting of members held in that year. At each meeting of the members, each member shall be entitled to cast one (1) vote on matters presented to the membership for its approval. Such matters presented to the membership shall be election of the Board of Directors and approval of the annual budget. The act of the majority of the members at a meeting at which a quorum is present shall be the act of the membership, except to the extent that a greater proportion is required by law, the Articles of Incorporation or these Bylaws. Voting by proxy shall not be permitted.

Section 4.7 Procedure at Meetings. The Chairperson, and in his or her absence, the Vice-Chair, and in his or her absence, their designee, shall call the meeting of the members to order and shall act as Chairperson of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 4.8 Informal Action by Members. Any action, which may be taken at a meeting of the members, also may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members in good standing.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1 General Powers. The Board of Directors (Board) shall have full power and authority to perform any and every lawful act deemed necessary or proper to carry out the purposes of the Corporation. The Board shall have the power to enact, maintain and enforce, and from time to time, amend, alter and repeal, all suitable lawful rules and regulations for the governance of the Corporation and perform other acts not inconsistent with law, these Bylaws, or the Articles of Incorporation. All Directors must be members of the Token Creek Watershed Association, Inc.

Section 5.2 Term of Office. All Directors shall hold office from the close of the annual meeting at which they are elected for a staggered term of two (2) years, or until their successors have been elected and qualified. Directors may serve consecutive terms.

Section 5.3 Resignation and Removal. A Director of the Corporation may resign at any time by filing a written resignation with the Secretary. Further, the members of the Corporation may remove a Director from office, with or without cause, by the vote of two-thirds (2/3rds) of the active members.

Section 5.4 Vacancies. A vacancy on the Board of Directors, occurring other than by expiration of the Director's term, shall be filled by appointment by the remaining Board for the unexpired portion of the Director's term.

Section 5.5 Committees and Positions. The Board is empowered to establish such committees and positions as it shall deem appropriate for the conduct of the business of the

Corporation. The Board shall appoint from the membership of the Corporation persons to serve in such positions or on such committees, or as the Chairperson's of such committees.

Section 5.6 Annual Meeting. There shall be an annual meeting of the Board in May of each year at such time as may be designated by the Chair of the Corporation.

Section 5.7 Special Meetings. The Chair or a majority of Directors may call special meetings of the Board.

Section 5.8 Notice. At least ten (10) days prior to the annual meeting and at least five (5) days prior to any other meeting of the members, notice of the time, place and purpose of the meeting will be given to the members in a manner determined by the Board.

Section 5.9 Quorum. A simple majority of the Board shall constitute a quorum of the Board.

Section 5.10 Voting. At each meeting of the Board, each Director shall be entitled to cast one (1) vote on all matters presented to the Board for its approval. The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board, except to the extent that a greater proportion is required by law, the Articles of Incorporation or these Bylaws. Voting by proxy shall not be permitted.

Section 5.11 Informal Action by Directors. Any action which may be taken at a meeting of the Board, or of any committee of the Board, also may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or committee members, then serving, entitled to vote with respect to the subject matter thereof, as the case may be. Any consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or with anyone else.

Section 5.12 Procedure at Meetings. The Chair of the Board, or in the Chair's absence, the Vice-Chair, or in the Vice-Chair's absence, any Director chosen by the Directors present, shall call meetings of the Board to order and shall act as Chair of the meeting. The presiding officer may appoint any Director or other person to act as Secretary of the meeting.

Section 5.13 Director Conflict of Interest. Each Director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict of interest pertains to a matter considered by the Board of Directors. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or has a material financial interest shall be either void or voidable: (i) because of such relationship or interest, or (ii) because such director or directors are present at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or (iii) because such director's or directors' votes are counted for such purpose;

provided that, either:

- i. the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- ii. the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; and the contract or transaction is fair and reasonable to the Corporation.

Common or interested directors shall abstain from voting on the matter and may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

The Board of Directors may adopt a separate Conflicts of Interest Policy. Such a Policy may include disclosure provisions, which conform to Section 5.13 above. Alternatively, such a Policy may require greater disclosure than as required by Section 5.13 above, and in addition, may impose voting restrictions and/or establish strict criteria for Board approval of such contracts or transactions. In no event, however, shall a Conflicts of Interest Policy call for less disclosure and/or be less burdensome than as set forth in Section 5.13 above.

ARTICLE VI. OFFICERS.

Section 6.1 Officers. The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary, Treasurer and Member at Large.

Section 6.2 Election. The initial officers of the Corporation shall be elected by a majority vote of the Board of Directors contemporaneously with the adoption of these Bylaws or as soon thereafter as practicable. Successor officers shall be elected from among the membership of the Board of Directors by a majority vote of the Board of Directors at each annual meeting of the Board of Directors of the Corporation. The members of Token Creek Watershed Association, Inc. shall be notified of the results of the elections within ten business days.

Section 6.3 Term of Office. Officers shall hold office for a term of one (1) year or until their successors shall be elected and qualified. Any officer may serve consecutive terms in the same office.

Section 6.4 Resignation and Removal. Any officer may resign at any time by filing a written resignation with the secretary. Any officer may be removed, with or without cause, by a two-thirds (2/3rds) vote of the members of the Board of Directors then holding office.

Section 6.5 Vacancies. Any vacancy in any office of the Corporation, caused by the death or resignation of any officer, may be filled for the unexpired term of such officer by a majority vote of the Board at any meeting of the Board, provided notice of the election is given to all member of the Board at least five (5) days prior to the meeting.

Section 6.6 Chair Duties. The Chair of the Board of Directors shall preside at all meetings of the Board and shall have all of the responsibilities and shall exercise all of the authority, which this office customarily requires.

Section 6.7 Vice-Chair Duties. The Vice-Chair shall exercise all the powers, authority and duties of the Chair during the absence or disability of the chair.

Section 6.8 Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors in books provided for that purpose, and shall keep the Bylaws, and such other records as the Board of Directors may direct. The Secretary shall attend to the giving and serving of notices of all meetings of the Board and otherwise. The Secretary shall execute with the Chair, in the name of the Corporation, all contracts and instruments, which have been first approved by the Board of Directors. The Secretary shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the Office of Secretary and as directed by the Chair or the Board of Directors.

Section 6.9 Treasurer. The Treasurer shall have the custody of the Corporation's funds and securities and shall keep full an accurate account of all receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all funds of the Corporation in such bank or banks as designated by the Board. The Treasurer shall be responsible for filing with the Internal Revenue Service (IRS) Form 990-N Annual Electronic Filing Requirement for Small Exempt Organizations, and filing with the State of Wisconsin Form 5 Non-Stock Corporation & Limited Liability Company Annual Report. If required by the Board, the Treasurer shall be bonded as security for the faithful performance of the duties of the office.

Section 6.10 Member at Large. The Member at Large is an officer whose duties and responsibilities are not fixed but instead vary according to the needs of the Corporation and as directed by the other officers of the Board of Directors.

Section 6.11 Compensation. The officers of the Corporation shall serve as such without compensation.

ARTICLE VII. CORPORATE SEAL.

Section 7.2 Corporate Seal. The Corporation shall not have a corporate seal.

ARTICLE VIII. INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS.

Section 8.1 Mandatory Indemnification. The Corporation shall to the maximum extent permitted under the Wisconsin nonstock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other corporation or enterprise unless liability was incurred because the director or officer breached or failed to perform a duty that he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest;
- (b) A violation of the criminal law, unless the director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the director or officer derived an improper personal profit or benefit;
- (d) Willful misconduct.

Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. Nothing in this Section shall require or establish any obligation to indemnify (i) any employee or staff of the Corporation, as to or related to any claim, action or matter including but not limited to claims or actions arising from or related to employment, contract or termination in which such individual or individuals are adverse parties to or otherwise adverse to the Board of Directors of the Corporation, or (ii) any firm or organization which supplies staff or staff assistance to the Corporation.

Section 8.2 Supplementary Benefits. The Corporation may supplement the right of indemnification under Section 8.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE IX. FISCAL MATTERS.

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall commence on the first day of January of each calendar year, and shall terminate on the last day of December of the each calendar year.

Section 9.1 Corporate Acts. Unless otherwise directed by resolution of the Board of

Directors or by law, all checks, drafts, bills of exchange, and similar orders for the payment of money of the Corporation shall be signed by the Chair and the Treasurer. All notes, bonds, deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the Chair and by any one of the following officers: Vice-Chair, Secretary or Treasurer.

Section 9.2 Loans. No funded indebtedness shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 9.3 Deposits. All funds of the Corporation, not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as the Board may select, or may be invested, in accordance with the direction of the Board, in such securities, as are legal for trust funds under the laws of the state of Wisconsin, at the time of such investments.

Section 9.4 Audit. Immediately after the close of each fiscal year, the Board of Directors shall cause to be made an audit or a review of the books and accounts of the Corporation for the fiscal year just ended, in accordance with financial policies established by the Board.

Section 9.5 Policies. The Board of Directors will establish and maintain policies covering all other financial activities of the Corporation, and will review and revise those policies as needed at least annually.

ARTICLE X. AMENDMENTS.

Section 10.1 Amendments. These Bylaws may be repealed or amended or new Bylaws adopted by a two-thirds (2/3rds) majority vote of members of the board of directors then holding office at any meeting of the board of directors then called for that purpose or at any regular meeting of the board of directors. Any repeal or amendment of these Bylaws, or adoption of new Bylaws, shall be consistent with the requirements imposed upon new organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, as amended from time to time.

ARTICLE XI. DISSOLUTION.

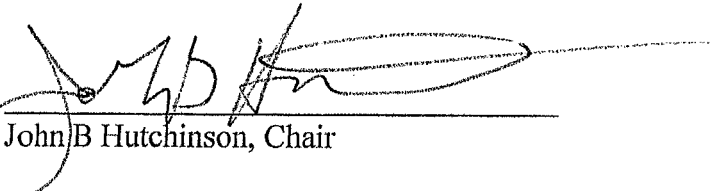
Section 11.1. Effect of Dissolution. In the event of dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets exclusively for the purposes of the Corporation in such a manner as the Board of Directors shall determine to such organization or organizations, organized and operated exclusively for charitable, educational, or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

The above and foregoing Bylaws, were duly adopted at a meeting of the Token Creek Watershed Association, Inc. on this 17th day of January, 2023, by a vote of six (6) in favor and zero (0) opposed, and are effective as of January 1, 2023. The Vote for adoption of new Bylaws is attached as page 10 of the Bylaws.

Any prior by laws are hereby repealed and replaced.

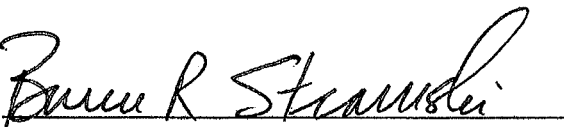
I hereby certify that the foregoing is a true and accurate copy of the bylaws of the Token Creek Watershed Association, Inc. also known as the "Friends of the Token Creek Watershed" as adopted by the Board of Directors and the membership on this 17th day of January, 2023.

Signed:



John B Hutchinson, Chair

Attest:



Bruce R. Stravinski

TOKEN CREEK WATERSHED ASSOCIATION

JANUARY 17, 2023

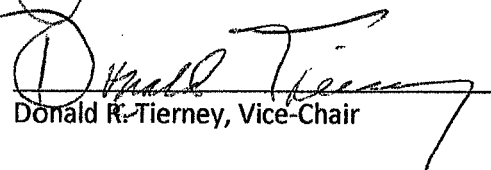
The Board of Directors and the membership of the Token Creek Watershed Association hereby adopt the new Bylaws for the Token Creek Watershed Association, Inc. that are presented today to the Board. These Bylaws certify that the Association may also be referred to informally as the "Friends of the Token Creek Watershed".


Any prior bylaws of the Token Creek Watershed Association are hereby repealed and replaced.

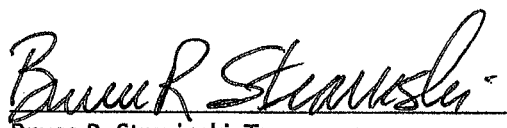
The Vote in favor for adoption 6

The Vote opposed for adoption 0

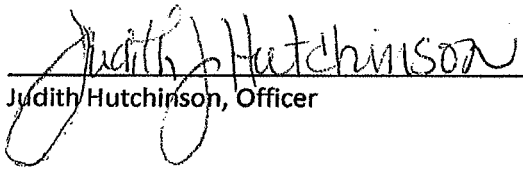

John B. Hutchinson, Chair

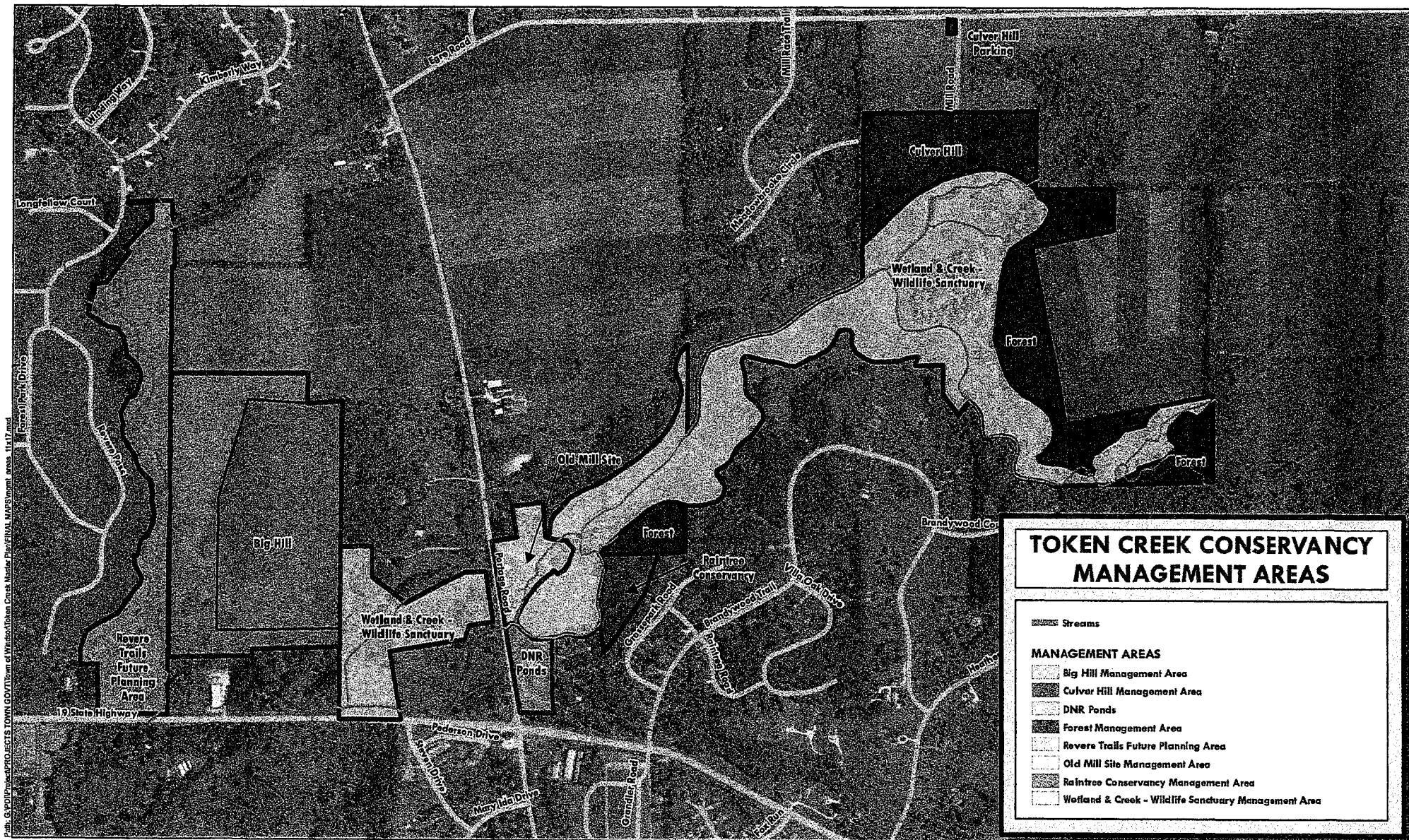

Donald R. Tierney, Vice-Chair


Jerry Tierney, Secretary


Bruce R. Stravinski, Treasurer


Jerry R. Derr, Officer


Judith Hutchinson, Officer



GRÄEF

collaborate / formulate / innovate

